

# Exhibit 9

The Board of Directors  
The State Group Industrial (USA) Limited  
810 Crescent Centre Drive  
Suite 280  
Franklin, TN 37067

February 16, 2020

Thomas Santoni  
37 Colonel Winstead Dr  
Brentwood, TN 37027

## **NOTICE OF TERMINATION FOR CAUSE**

Dear Mr. Santoni,

Pursuant to the provisions of the Employment Agreement (“Agreement”) between you and The State Group Industrial (USA) Limited (“Company”), made as of November 1, 2018, your employment is hereby terminated for Cause, with immediate effect.

Section 3(a) of the Agreement provides in pertinent part: “Executive is an at-will employee and either party to this Agreement may terminate the employment relationship at any time, for any reason, with fifteen (15) days written notice, unless otherwise provided herein....If the Company terminates Executive’s employment for Cause...it may do so immediately...subject only to the obligations, if any, under Section 3(b)...”

Section 3(b) of the Agreement provides in pertinent part that termination by the Company for Cause shall mean:

(ii) Executive’s breach of any fiduciary duty to the Company, including breach of the leadership team’s operations procedures and policies established or adopted by the Company

(iii) material act(s) or omission(s) taken by the Executive in connection with his employment which are dishonest or fraudulent

(iv) the commission by Executive of any material actions in violation of the written rules policies, ethical standards or codes of conduct of the Company or Affiliates

(ix) Executive’s disregard of the lawful and reasonable directives of the Board communicated to the Executive

(x) Executive’s failure to maintain the privacy of Confidential Information of the Company or Affiliates except for such disclosure in connection with the good faith performance of Executive’s duties or as may be required by subpoena or in connection with any allegation of wrongdoing.

Section 3(b) also specifies that if in the reasonable determination of the Company Executive’s material actions in violation of the written rules, policies, ethical standards or codes of conduct of the Company are curable, the Company is to provide Executive written notice of such violation and an opportunity to cure.

The Company has a social media policy providing in pertinent part that “Employees who use social networking sites...to harm the Company’s reputation may be disciplined up to and including termination”.

As you know, the Company recently received a complaint related to your alleged use of social networking sites. In the investigation of that complaint, you were interviewed and you confirmed that you had used certain designated social networking sites and you admitted that in using those sites you had employed a variety of pseudonyms, which you identified.

Following that, the Company conducted further investigation and a number of postings on the social networking sites you confirmed, under the screen names you identified, came to its attention. These postings were provided to you, and you were

asked to confirm they were from you or if not to provide an explanation how they came to be on your accounts on identified social networking sites. You responded and did not deny that you had made the postings, which included among others:

*"...Some guys offered me a CEO position that will net me another \$10m in the next five years..." 10/7/18 9:37 pm*

*"...I took a new CEO position..." 11/10/18 8:37 pm*

*"...International company, I'll have them fixed in 9 mos. " 11/10/18 9:15 pm*

*"A CEO like me communicates the truth directly." 6/7/19 7:52 pm*

*"No, I'm in my early 50s. I played rock n roll and climbed mountains into my early 30s. Then I went into business and made millions. Life has been very good to me. A fairy tale, actually. A lot of it is due to my superior genetics, so I can't take all the credit." 10/9/2018 7:36 pm*

*"I try to tell myself I have to be patient because others aren't as smart as I am. But it's difficult because most of the people with whom I interface have no right to survival. In the animal kingdom, they'd have perished already. I fantasize about shooting them on the spot." 11/10/18 8:36 pm*

*"If there was ever a time to be armed, it's now. Don't worry. When the SHTF I have a spare AR15 for you." 10/29/2018 6:36 pm*

*"I am a gun nut. I freaking love guns. I have a lot of them..." 11/8/2018*

*"...that's why I advise men to just use you for sex. You're not worth anything else." 6/7/19. 7:51 pm*

*"Women today, with exceptions, are horrible. I strongly advise men to not marry and use them for sex. They're easily bought." 6/7/19 7:58 pm.*

*"Women are like children. That's why #metoo is such a joke. You ladies are precious like children and puppies are precious. You're not fit to lead or make serious decisions. That's how God set it up. Any man that takes you seriously is an ass." 11/10/18 8:07 pm*

*"You have an inferiority complex because you are a women. What you haven't accepted is that your biology makes you less rational and weaker than men." 11/25/18 9:43 pm*

*"I'm not threatened by women. I just don't think they should vote. I'm not threatened by my dogs. I don't think they should vote either." 11/6/18 10:54 pm*

*"Our framers were smart enough not to let women vote. We screwed up and let them...women are too emotional to vote." 11/6/18 11:13 pm*

*"At the end of the day, all our problems stem from the 19th Amendment. Women were never meant to vote. They're too irrational. Hopefully, future generations will fix this..." 11/7/18 8:04 pm*

*"Let's be honest. Most women lie. It's part of your DNA." 10/8/18 7:32 pm*

*"#metoo is a farce. It's a hormonal tantrum by women who can't succeed on their own merits. Give it a rest" 11/9/18 6:30 pm*

*"...I think women today are worthless. I can't imagine any man dedicating himself to one. They're spoiled brats. Why would a man hitch his income to such a creature? I've advised my son to stay single, earn, and take free sex" 6/7/19. 6:15 pm*

As a group these and the other posts forwarded show i) that you identified yourself in your posts as the recently hired CEO of an international company; ii) that you communicated your fantasies about shooting people and made statements regarding the number of guns you have, and iii) you made numerous misogynistic comments.

On your behalf, counsel has made several arguments about these posts. First, there is reference to your use of pseudonyms. You provided sufficient detail for you to be identified as CEO of the Company, the posts were in fact made, and the Company knows you made them. Given all that, the use of pseudonyms makes no difference. Counsel asserts the views are taken out of context and present a highly satirized yet well intentioned and informed conservative anonymous personality. Yet any fair reading of the contents of the posts themselves show that none of that is so.

Your actions in having made these posts constitute Cause for your termination from the Company's employment. The posts violate your fiduciary duties to the Company including breach of leadership team operating procedures and Company policies (ii); your failure to notify the Company of such posts are material acts or omissions taken in connection with your employment which are dishonest or fraudulent(iii); the posts constitute material violations of Company policies which in the reasonable determination of the Company are not subject to cure (iv); such posts are in disregard of the Board's lawful and reasonable directives to you (ix); and in various posts you have failed to maintain the privacy of Company Confidential Information.

You are strictly cautioned that you are obligated to continue to abide by the terms of Section 4 of the Agreement (Prohibition Against Disclosure of Information and Restrictive Covenants) and Section 5 (Company Property); the Company will prosecute any breach of those obligations to the fullest extent of the law. Any Company property in your possession must be returned immediately.

Effective immediately, you are no longer an officer, director or manager of the Company or any of its affiliates.

Please direct any future correspondence through your attorney to Jonathan Sulds of Greenberg Traurig, who can be reached at 212-801-6882 or at [suldsj@gtlaw.com](mailto:suldsj@gtlaw.com).

THE STATE GROUP INDUSTRIAL (USA) LIMITED



By: Bennet Grill  
Its: Director

cc: John Boncher, Manager  
The State Group Holdings Partners GP LCC

cc: John Schauerma, Manager  
The State Group Holdings Partners GP LCC

cc: Brian Begert, Manager  
The State Group Holdings Partners GP LCC

cc: Michael Ranson, Manager  
The State Group Holdings Partners GP LCC

cc: Bennet Grill, Manager  
The State Group Holdings Partners GP LCC

cc: Marc Dumont, Manager  
The State Group Holdings Partners GP LCC